

**Exhibit B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	: <b>09-50026 (MG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
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**ORDER GRANTING WILMINGTON TRUST COMPANY'S  
MOTION FOR APPROVAL OF THE PARTICIPATING UNITHOLDERS'  
REQUESTED REIMBURSEMENT OF ATTORNEYS' FEES AND EXPENSES**

Upon the motion, dated July 22, 2020 (the “**Motion**”)<sup>1</sup> of Wilmington Trust Company in its capacity as trust administrator and trustee (in such capacity, the “**GUC Trust Administrator**”) of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), as established under the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 [ECF No. 9836] (as confirmed, the “**Plan**”) of the above-captioned post-effective date debtors (the “**Debtors**”) seeking entry of an order approving the Participating Unitholders’ (as defined in the Motion) requested reimbursement of certain past and future attorneys’ fees incurred and paid by Participating Unitholders in connection with, among other things, resolving the ongoing contingent late claims being asserted against the GUC Trust, all as more fully described in the Motion; and any objections to the Motion having been settled, resolved, withdrawn or overruled; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors’ creditors and estates; and it further appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor:

<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY:

ORDERED, that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED, that the Court finds that the requested reimbursement of the Participating Unitholders for the fees and expenses incurred by Akin Gump, as counsel to the Participating Unitholders, is an appropriate exercise of the GUC Trust administrator's rights, powers, and privileges under the Second Amended and Restated Motors Liquidation Company GUC Trust Agreement (the "**GUC Trust Agreement**"); and it is further

ORDERED, that, the GUC Trust is authorized to reimburse the Participating Unitholders for the fees and expenses incurred by Akin Gump, as counsel to the Participating Unitholders, from Distributable Assets (as that term is defined in the GUC Trust Agreement); and it is further

ORDERED, that this Court shall retain jurisdiction of all matters and disputes arising in connection with or related to the interpretation or implementation of this Order, any use of Distributable Cash in connection herewith, or the GUC Trust Agreement.

Dated: \_\_\_\_\_, 2020  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE